

**MINUTES OF THE MEETING OF
THE PARTNERSHIPS AND LIMITED LIABILITY COMPANIES COMMITTEE
OF THE BUSINESS LAW SECTION OF THE CALIFORNIA STATE BAR**

May 8, 2008

Eric Sternberger, Chair of the Committee, called the meeting to order at approximately 10:00 a.m. Members present by telephone were Charles McKee, Vice Chair, Ron Wargo, Secretary, John Spomer, Donald Scotten, Ben Kwon, Jonathan Watts, Brad Brigante, Keith Sutton, Endy Uhoka-Ajike, Christen Bartelt, Jessica Karner, and Phil Jelsma. UCC Committee representative John Oehmke was also in attendance.

I. Administrative Matters

A. Minutes. The Minutes for the April 10, 2008 meeting were reviewed and approved.

B. Membership: Author Outreach. Eric Sternberger indicated that Jonathan Watts has have joined the Committee, and that Donald Scotten had applied. The new members introduced themselves. Eric Sternberger also welcomed back Brad Brigante.

C. State Bar Annual Meeting in Monterey – September 25-28

1. PLLC Meeting Thursday 9/25/2008 1:30pm-3:00pm, Portola Hotel, Cottonwood I & II – Although the meeting is scheduled to be face-to-face, mandatory attendance is not required. Telephone call-in information will be provided.

2. Re-RULPA Has Arrived – Program (Friday 9/26/2008, 8:30am-9:30am Portola Hotel, Pavilion Tent) – Presenter – Phil Jelsma.

3. Business Law Breakfast – Friday 9/26/2008, 8:00am-9:00am. – There is a conflict between Phil's presentation and the Business Law Breakfast.

D. RE-RULPA Webinar. The Webinar date remains to be determined. Eric Sternberger reminded everyone that we can all present Webinars. Simply submit the topic to the Committee, who will forward it to the Section Education Committee.

E. BLS Committee Liaisons.

1. Executive Committee Liaison Allan Duboff was not at the meeting. Eric Sternberger mentioned the Member Services Committee's renewed focus on building the Committee's constituency list. As part of this push, Charles McKee volunteered to submit 4-5 sentences to the E-News bulletin to be distributed by email to Section members.

2. Legislative Liaison Phil Jelsma indicated that there was little legislative movement due to the budget issues.

3. The Corporations Committee Liaison Sharon Flannigan was not at the meeting.

II. Subcommittee Reports

A. Publications Subcommittee. John Spomer noted that they were reviewing articles for publication.

B. Guide to Limited Partnerships. Eric Sternberger provided guidelines for the format for the Guide. Discussion centered on the number of pages per section, and the unassigned chapters, which Eric would assign over the next few weeks.

C. Webpage Subcommittee. Webpage Subcommittee chair Ron Wargo had nothing to report.

III. Developments

The Committee did not discuss any developments.

IV. Practice Issues

Keith Sutton discussed issues regarding the aversion the California Alcohol and Beverage Control (“ABC”) has respecting Partnership to LLC conversions. The ABC treats a conversion as a transfer of assets requiring a new license, despite California law to the contrary. The ABC legal department is aware of the issue, but continues to take a position contrary to California law. It was suggested that the Committee prepare a letter to the ABC explaining the current state of the law regarding conversions, and respectfully requesting that the ABC revisit its position on this issue.

There being no further business to come before the Committee, the Chair declared the meeting adjourned at approximately 10:29 a.m.